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ORIGINAL

DEC - 6

Arizona Corporation Commission

DOCKETED

DEC 8 2010

DOCKETED BY

**Respondents:**

ANSWER TO  
NOTICE OF OPPORTUNITY FOR HEARING  
REGARDING PROPOSED CEASE AND DESIST,  
ORDER FOR RESTITUTION, ORDER FOR  
ADMINISTRATIVE PENALTIES AND FOR  
OTHER AFFIRMATIVE ACTION

RECEIVED  
2010 DEC -8 A 10:14  
U.S. DISTRICT COURT  
DOCKET CONTROL

Respondents Thomas L Brandon and Diane M Brandon are requesting all of the information, testimony, records, documents, emails, deposition transcripts, legal research in the commission files about this case, any commission personnel notes written during any occurrence in this case, and any and all records of verbal or telephone testimony received by the commission in this case, and anything in this case not mentioned herein. Defendant has not received one document to date and cannot prepare respondent's attorney for a hearing or trial without complete information in the attorney's file for a complete defense. All answers given below are referring to this paragraph when the statement of "adequate information is not available" is used by respondent.

The Notice received states allegations and facts as follows and respondents deny all of the allegations and assume they are false unless otherwise noted.

The Division further alleges JOSEPH COSENZA controlled U.S. MEDIA TEAM, LLC, and CELL WIRELESS CORPORATION within the meaning of A.R.S. § 44-1999.

Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

The Division further alleges DAVID SHOREY controlled CELL WIRELESS CORPORATION within the meaning of A.R.S. § 44-1999.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

## I. JURISDICTION

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

## RESPONDENTS

2. JOSEPH COSENZA ("COSENZA") is an individual who, at all times relevant, resided in Arizona.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

3. U.S. MEDIA TEAM, LLC ("MEDIA") is an Arizona Limited Liability Company organized on September 15, 2005. At all times relevant, MEDIA had its principal place of business in Scottsdale, Arizona.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

4. MEDIA is a manager-managed limited liability company. COSENZA has been a member and manager of MEDIA since September 15, 2005. At all times relevant, COSENZA acted on behalf of MEDIA.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

5. THOMAS BRANDON is an individual who, at all times relevant, resided in Arizona.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

6. CELL WIRELESS CORPORATION ("CELL WIRELESS") is a Nevada corporation. CELL WIRELESS was incorporated in Nevada in December 2000.

Response: This is true.

7. At all times relevant, COSENZA was the chief executive officer, president and member of the board of directors for CELL WIRELESS. At all times relevant, DAVID SHOREY was the chief financial officer, secretary and member of the board of directors for CELL WIRELESS. At all times relevant, both COSENZA and SHOREY acted on behalf of CELL WIRELESS.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

8. In January 2008, CELL WIRELESS purchased the assets of U.S. SOCIAL SCENE from COSENZA. Thereafter, COSENZA, BRANDON, and DAVID SHOREY used the names U.S. SOCIAL SCENE and CELL WIRELESS interchangeably.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

9. CELL WIRELESS changed its name to U.S. SOCIAL SCENE on March 13, 2008. In February 2010, the company changed its name back to CELL WIRELESS. Unless the context suggests otherwise, references to "U.S. SOCIAL SCENE (formerly known as CELL WIRELESS)," "U.S. SOCIAL SCENE," or "CELL WIRELESS/U.S. SOCIAL SCENE" all are intended to refer to CELL WIRELESS.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

10. DAVID SHOREY ("SHOREY") is an individual who, at all times relevant, resided in Arizona.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has

11. At all times relevant, ANDREA BENSON ("BENSON"), DIANE M. BRANDON ("D. BRANDON"), and MARY JANE SHOREY ("M. SHOREY") have been the spouses of COSENZA, BRANDON, and SHOREY, respectively. BENSON, D. BRANDON, and M. SHOREY may be referred to collectively as "Respondent Spouses" as the context requires. BENSON, D. BRANDON, and M. SHOREY are joined in this action under A.R.S. § 44-2031(C) solely for purposes of determining the liability of their respective marital communities.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

12. At all times relevant, COSENZA, BRANDON, and SHOREY were acting for their own benefit and for the benefit or in furtherance of their and Respondent Spouses' respective marital communities.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

13. COSENZA, MEDIA, BRANDON, CELL WIRELESS and SHOREY may be referred to collectively as "Respondents."

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

## THE FACTS

### A. MEDIA PROMISSORY NOTE INVESTMENT

14. In or around June 2007, an investor learned that BRANDON was seeking investors on behalf of MEDIA. The investor received, via email, a memorandum that described the investment. The investor also spoke to BRANDON regarding the investment.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

15 BRANDON represented to the investor that, in exchange for use of the investor's \$100,000 investment for a period of thirty days, MEDIA would pay the investor a twenty percent return.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

16. In exchange for the receipt of the investor's funds in the amount of \$100,000, MEDIA issued a promissory note ("note") to the investor. The note promised a return of twenty percent on the amount invested, with both principal and interest to be paid in thirty days.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

17. BRANDON told the investor that the investment was guaranteed and that there were no risks. BRANDON informed the investor that he could guarantee the investment and that there was no risk because MEDIA had business relationships with major sports organizations including, but not limited to, the Professional Golfers Association of America ("PGA") and a contract with the Sports Network (Clear Channel) ("Sports Network").

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

18. BRANDON further told the investor that all of the investor's funds would be used by COSENZA and MEDIA to invest in one of COSENZA's companies. In reality, \$50,000 of the investor's funds were wired to BRANDON and COSENZA used the remaining \$50,000 of the investor's funds for his own personal use and benefit and to make payments to various individuals.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

19. The note set forth that repayment was "backed by \$152,500 in commissions due [MEDIA] on July 16, 2007." The commissions referenced were alleged to be owed to MEDIA, pursuant to an advertising contract between MEDIA and the Sports Network.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

20. Contrary to BRANDON'S representations to the investor, MEDIA did not have a business relationship with the PGA or a contract with the Sports Network. Further, there were no commissions owed to MEDIA by the Sports Network.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

21. COSENZA signed the note as Chairman/CEO of MEDIA.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

22. The investor wired the funds to MEDIA'S Arizona based bank account. COSENZA was the only signatory on the account.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

23. When the note issued to the investor came due, the investor did not receive either the principal or the interest owed. On or about August 30, 2007, the investor notified BRANDON that the note was 45 days overdue, as of August 21, 2007. Subsequently, the investor continued to contact BRANDON and COSENZA requesting the return of the invested funds and received promises that the funds would be forthcoming.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

#### B. CELL WIRELESS CORPORATION/U.S. SOCIAL SCENE STOCK INVESTMENT

24. On July 8, 2007, CELL WIRELESS authorized SHOREY to negotiate and complete the sale of CELL WIRELESS to MEDIA. CELL WIRELESS also recognized an obligation to compensate "EHG" for its services regarding this transaction. "EHG" was Equivest Heritage Group, LLC, an administratively dissolved Arizona limited liability corporation. BRANDON was a member of EHG. On December 31, 2007, SHOREY sent COSENZA a letter notifying COSENZA that MEDIA was in default of the agreement to merge CELL WIRELESS and MEDIA.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

25. On or about January 4, 2008, SHOREY, on behalf of CELL WIRELESS, sent a letter to COSENZA seeking to confirm whether COSENZA was interested in merging COSENZA's business, U.S. SOCIAL SCENE, with CELL WIRELESS. SHOREY indicated in his letter that CELL WIRELESS would be the parent and U.S. SOCIAL SCENE would be a wholly-owned subsidiary.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

26. On or about January 7, 2008, SHOREY, on behalf of CELL WIRELESS, entered into an asset purchase agreement ("purchase agreement") with COSENZA. The effective date of the purchase

assets of US SOCIAL SCENE. In exchange, COSENZA received an eighty percent interest in CELL WIRELESS.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

27. SHOREY signed the purchase agreement on behalf of CELL WIRELESS.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

28. Upon execution of the purchase agreement, CELL WIRELESS began operating as U.S. SOCIAL SCENE.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

29. As of January 7, 2008, COSENZA and SHOREY were the only members of the board of directors for CELL WIRELESS. The board of directors approved SHOREY as the company's chief financial officer.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

30. In or around February 2008 through early March 2008, COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, met with two prospective investors in Arizona related to an investment opportunity involving issuance of stock in U.S.SOCIAL SCENE.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

31. While COSENZA and BRANDON spoke to the prospective investors about the stock purchase, SHOREY confirmed the information that COSENZA and BRANDON presented to the prospective investors. SHOREY also told one prospective investor that the stock investment was a "good investment".

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

32. "COSENZA, BRANDON, SHOREY and CELL WIRELESS, through COSENZA and SHOREY, told one of the prospective investors that there was no risk related to the stock purchase and that investors would not lose any of their funds.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

33. COSENZA, BRANDON, SHOREY and CELL WIRELESS, through COSENZA and SHOREY told one of the prospective investors that he would receive the return of his original principal amount plus stock in U.S. SOCIAL SCENE. The other prospective investor was told that his stock would never be devalued.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

34. BRANDON and/or COSENZA sent the investors unsigned subscription agreements. The subscription agreements identified the number of shares that each investor had purchased in U.S. SOCIAL SCENE.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

35. The subscription agreements listed COSENZA as President/CEO.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

36. COSENZA and CELL WIRELESS, through COSENZA, told two prospective investors that COSENZA owned other companies that would market U.S. SOCIAL SCENE'S database of information as well as grow its Internet presence to increase the value of CELL WIRELESS/U.S. SOCIAL SCENE. COSENZA, along with the two prospective investors, visited the businesses that COSENZA claimed he owned. COSENZA did not own the companies.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

37. BRANDON, in the presence of COSENZA and SHOREY, directed at least one investor to wire funds to a bank account that, unknown to the investor, was not in the name of or otherwise affiliated with CELL WIRELESS



Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

38. COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, told prospective investors that the funds would be used for operating expenses of the combined company, U.S. SOCIAL SCENE and CELL WIRELESS, or to make acquisitions.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

39. In fact, some of the funds were used for purposes unrelated to the investment, such as a partial repayment to an investor who had invested in MEDIA. Additionally, some of the investor funds were transferred to the CELL WIRELESS bank account in which SHOREY was the sole signatory. SHOREY returned some of those funds to BRANDON.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

40. COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, failed to tell at least one investor that COSENZA and his company, MEDIA, had defaulted on a prior merger agreement with CELL WIRELESS.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

41. At least seven investors invested \$130,000 in exchange for stock in CELL WIRELESS/U.S. SOCIAL SCENE.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

42. Investors who purchased stock in U.S. SOCIAL SCENE neither received stock certificates nor were the investors listed in the records of the transfer agent.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

43. To date, investors have not received a return on their investment or a refund of their principal

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

44. At all times relevant. Respondents have not been registered as securities dealers or securities salesman with the Commission.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

45. At all times relevant, the investments offered and sold by Respondents have not been registered with the Commission.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

#### IV. VIOLATION OF A.R.S. § 44-1841 (Offer or Sale of Unregistered Securities)

46. Respondents offered or sold securities in the form of notes and stock, within or from Arizona.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

47. The securities referred to above were not registered pursuant to Articles 6 or 7 of the Securities Act.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

48. This conduct violates A.R.S. § 44-1841.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

#### V. VIOLATION OF A.R.S. § 44-1842 (Transactions by Unregistered Dealers or Salesmen)

49. Respondents offered or sold securities within or from Arizona while not registered as dealers or salesmen pursuant to Article 9 of the Securities Act.

Response: Adequate information is not available. Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

50. This conduct violates A.R.S. § 44-1842.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

#### VI. VIOLATION OF A.R.S. § 44-1991 (Fraud in Connection with the Offer or Sale of Securities)

51. In connection with the offer or sale of securities within or from Arizona, Respondents directly or indirectly: (i) employed a device, scheme, or artifice to defraud; (ii) made untrue statements of material fact or omitted to state material facts that were necessary in order to make the statements made not misleading in light of the circumstances under which they were made; or (iii) engaged in transactions, practices, or courses of business that operated or would operate as a fraud or deceit upon offerees and investors. Respondents' conduct includes, but is not limited to, the following:

- a. COSENZA, MEDIA, through COSENZA, and BRANDON misrepresented to one investor that MEDIA had a business relationship with the PGA and a contract with The Sports Network;
- b. COSENZA, MEDIA, and BRANDON misrepresented to one investor that MEDIA was owed commission payments from The Sports Network;
- c. COSENZA and MEDIA misrepresented to one investor how his funds would be used in the MEDIA promissory note investment;
- d. COSENZA and CELL WIRELESS, through COSENZA, misrepresented to one investor and one prospective investor that COSENZA owned several companies that would grow U.S. SOCIAL SCENE'S Internet presence;
- e. COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, misrepresented to one investor that there were no risks associated with the stock purchase;
- f. COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, represented to investors that they would receive stock in return for their funds.
- g. COSENZA, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, failed to disclose to one investor and one prospective investor that COSENZA had failed to perform under the terms of the purchase agreement;
- h. COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, failed to inform one investor and one prospective investor that COSENZA and his company, MEDIA, had defaulted on a prior merger agreement with CELL WIRELESS; and

i. COSENZA, BRANDON, SHOREY, and CELL WIRELESS, through COSENZA and SHOREY, misrepresented to investors how their funds would be used in the U.S.SOCIAL SCENE investment.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

52. This conduct violates A.R.S. § 44-1991.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

53. COSENZA directly or indirectly controlled entities within the meaning of A.R.S. § 44-1999, including MEDIA and CELL WIRELESS. Therefore, COSENZA is jointly and severally liable under A.R.S. § 44-1999 to the same extent as MEDIA and CELL WIRELESS for their violations of A.R.S. §44-1991.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

54. SHOREY directly or indirectly controlled CELL WIRELESS within the meaning of A.R.S. § 44-1999. Therefore, SHOREY is jointly and severally liable under A.R.S. § 44-1999 to the same extent as CELL WIRELESS for its violations of A.R.S. § 44-1991.

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

## VII. REQUESTED RELIEF

The Division requests that the Commission grant the following relief:

Order Respondents to permanently cease and desist from violating the Securities Act pursuant to A.R.S. § 44-2032;

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that

the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

Order Respondents to take affirmative action to correct the conditions resulting from Respondents' acts, practices, or transactions, including a requirement to make restitution pursuant to A.R.S. § 44-2032 and A.A.C. § R14-4-308;

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

Order Respondents to pay the state of Arizona administrative penalties of up to five thousand dollars (\$5,000) for each violation of the Securities Act, pursuant to A.R.S. § 44-2036;

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

Order that the marital communities of COSENZA and BENSON, BRANDON and D. BRANDON, and SHOREY and M. SHOREY be subject to any order of restitution, rescission, administrative penalties, or other appropriate affirmative action pursuant to A.R.S. § 25-215; and

Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

Order any other relief that the Commission deems appropriate.

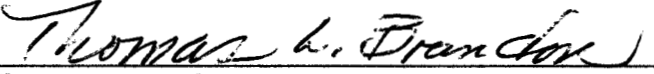
Response: Adequate information is not available Respondent has no information to make a judgment of true, false or unknown. The Arizona Corporation Commission has information that the respondent has not been provided so no answer is complete. Until all of the information requested is in the hands of the respondent, this item is assumed to be false.

Response: This case appears to be presented by the Arizona Corporation Commission from testimony supplied by one or more parties who are misinformed, misrepresenting the facts or attempting to shift fault for a matter of this case. The firm dealt with by the respondent Thomas L Brandon was a financial services firm by the name of Optimal Financial Group DBA Optimal Marketing Group who apparently had entered into a contract dated February 21, 2008 to raise money for Joseph Cosenza and Media Group. This engagement did not involve Thomas L Brandon and was not known to him until after the alleged fund raising was placed by Optimal Financial Group. Thomas L Brandon did not meet with any investors nor make any statements to any investors other than at the direction of Mr. Joe Cosenza and the individuals who comprised Optimal Financial Group. Thomas L Brandon provided information in his capacity as

a consultant on relevant information after being introduced to and directed by Joe Cosenza or members of the Optimal Financial Group. The fund raising group was headed by Josh Benson and partnered with Steven Anderson, Terry Benson, and Dean Gekas.

Please make all information on these companies, Optimal Financial Group DBA Optimal Marketing Group , and all the other requested records and information on these individuals available to respondent as soon as possible for an adequate response.

This document prepared by and contains original signature of:

  
Thomas L Brandon

Signature date 12-6-10